747 435

FORM D SEC Wall Processing Section UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

SEP 092000 Washington, DC

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
IFORM LIMITED OFFERING EXEMPT

OMB APPRO	VAL
OMB Number:	3235-0076
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SEC USE ONLY							
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Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
iling Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6 type of Filing: New Filing Amendment	ULOE IIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	THE PART OF THE PA
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	08059672
Address of Executive Offices (Number and Street, City, State, Zip Code) 1101 N. Keller Road, Suite E, Orlando, FL 32810	Telephone Number (Including Area Code) 407-481-8007
Address of Principal Business Operations (Number and Street, City, State, Zip Code) if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Manufacture, market and sell consumer goods.	
	please specify) PROCESSED SEP 1 2 2008
Month Year Actual or Estimated Date of Incorporation or Organization: 011 811 Actual Estimated Conference or Organization: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	THOMSON REUTERS
GENERAL INSTRUCTIONS	
Rederal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D	
Rederal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D (7d(6)). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C
Rederal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 17d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address.	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on
Rederal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 1710(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2: Copies Required: Pive (5) copies of this notice must be filed with the SEC, one of which must be manual.	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on 0549.
Rederal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 1710(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2. Copies Required: Pive (5) copies of this notice must be filed with the SEC, one of which must be manually obtotocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only rephereto, the information requested in Part C, and any material changes from the information previously supplements.	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on 0549. Ily signed. Any copies not manually signed must be ort the name of the issuer and offering, any changes
Rederal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 1710(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual obotocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only rephereto, the information requested in Part C, and any material changes from the information previously support be filed with the SEC.	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date on 0549. Ily signed. Any copies not manually signed must be ort the name of the issuer and offering, any changes
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 171d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only repthereto, the information requested in Part C, and any material changes from the information previously support be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim faccompany this form. This notice shall be filed in the appropriate states in accordance with state law this notice and must be completed.	or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. g. A notice is deemed filed with the U.S. Securities below or, if received at that address after the date or 0549. Illy signed. Any copies not manually signed must be ort the name of the issuer and offering, any changes plied in Parts A and B. Part E and the Appendix needs sales of securities in those states that have adopted Securities Administrator in each state where sales or the exemption, a fee in the proper amount shales.

filing of a tederal notice.

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Enter the information re	•				
		uer has been organized w			
 Each beneficial own 	ner having the pow	er to vote or dispose, or di	rect the vote or disposition	of, 10% or more of	a class of equity securities of the iss
• Each executive off	icer and director of	f corporate issuers and of	corporate general and mar	naging partners of	partnership issuers; and
 Each general and n 	nanaging partner o	f partnership issuers.			
heck Box(es) that Apply;	Promoter	Beneficial Owner	Executive Officer	✓ Director	General and/or Managing Partner
ili Name (Last name first, i aplan, Ronald S.	f individual)				
usiness or Residence Addre 101 N. Keller Road, Sui			ode)		
neck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ill Name (Last name first, i	f individual)				
urrows, Robert L.					
usiness or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)	·	
01 N. Keller Road, Suit	e E, Orlando, FL	. 32810			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
all Name (Last name first, i Runkel, Scott	f individual)	· · ·	÷	,	
usiness or Residence Addre	ss (Number and	Street, City, State, Zip C	ode)		,
01 N. Keller Road, Sui	te E, Orlando, Fl	L 32810			
beck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Z Director	General and/or Managing Partner
ull Name (Last name first,	if individual)				
tone, Ann E.W.					
usiness or Residence Addre	ess (Number and	Street, City, State, Zip C	ode)	• •	
101 N. Keller Road, Su	ite E, Orlando, F	FL 32810			
heck Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
ull Name (Last name first, Sternberg, Cecilia	if individual)				
usiness or Residence Addre	•	Street, City, State, Zip C	ode)		
101 N. Keller Road, Su	ite E, Orlando, F	L 32810			
heck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, Financial & Investment I		oup, Ltd.			
usiness or Residence Addre 111 Cass Street, Traver			Code)		
theck Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
ull Name (Last name first, Kaplan, Warren	if individual)	- · · · · ·			
Business or Residence Addr 101 N. Keller Road, Su			Code)		
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Enter the information rec							
Each promoter of the	ie issuer, if the iss	ues has been organ	ized within t	he past five years;	£ 100/		as af assist associties of the is
 Each beneficial own 	er having the pow	er to vote or dispos	e, or direct th	e vote or disposition	01, 10%	of more of a cia	iss of equity securities of the is
Each executive office				rate general and ma	naging pi	nuces of barn	iciship issueis, ano
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heck Box(es) that Apply:	Promoter	Beneficial C	Owner [Executive Officer	_ p	pirector [General and/or Managing Partner
uli Name (Last name first, if aplan, Judy	individual)		<u></u> _				
usiness or Residence Address 101 N. Keller Road, Suit			Zip Code)				
heck Box(es) that Apply:	Promoter	Beneficial (Owner 🔽	Executive Officer	Z	Director [General and/or Managing Partner
ull Name (Last name first, in Swartz, Neil (effective aft		the ourchase an	reement)				
Business or Residence Addres						<u> </u>	
fusiness of Residence Addre 101 N. Keller Road, Suite			,,,				
Check Box(es) that Apply:	Promoter	Beneficial (Owner 📋	Executive Officer		Director [General and/or Managing Partner
full Name (Last name first, i	f individual)		 -		·		
Business or Residence Addre	ss (Number and	Street, City, State	, Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial	Owner	Executive Officer	· 🗇 '	Director [General and/or Managing Partner
Full Name (Last name first, i	f individual)						
Business or Residence Addre	ss (Number and	Street, City, State	, Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial	Owner [Executive Officer		Director [General and/or Managing Partner
Full Name (Last name first,	if individual)			 -			
Business or Residence Addre	ess (Number and	Street, City, State	, Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial	Owner [Executive Office	r 🔲	Director [General and/or Managing Partner
Full Name (Last name first,	if individual)			-			
Business or Residence Addre	ess (Number and	Street, City, State	e, Zip Code)		<u>.</u>		
Check Box(cs) that Apply:	Promoter	Beneficial	Owner [Executive Office	" []	Director [General and/or Managing Partner
Full Name (Last name first,	if individual)						
Business or Residence Addr	ess (Number and	d Street, City, Stat	e, Zip Code)				
	(lise hi	ank sheet, or copy	and use add	itional copies of thi	s sheet, a	s necessary)	
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				B. IN	FORMATI	ON ABOU	t offeri	Ç.				
1; Has the	iccues cold	, or does th	a icewar in	stand to sal	l to non-ac	oraditad i	nvestors in	this offeri	na?	.,	Yes	No E
i. Has the	1220ct 2010	, or udes th			Appendix,				_	***************************************	<u> </u>	
2. What is	the minim	um investm									\$	
•											Yes	No
		permit joint									×	*
commis If a pers or state	sion or sim son to be lis s, list the na	ion request ilar remunes ted is an ass tme of the br you may so	ation for s ociated pe roker or de	olicitation rson or age aler. If mo	of purchase nt of a brok re than five	ers in conne er or deale er (5) persor	ection with r registered as to be list	sales of sec I with the S ed are asso	curities in tl EC and/or	ne offering. with a state		
Full Name (Last name	first, if indi	vidual)									
Business or	Residence	Address (N	umber and	l Street, Ci	ty, State, Z	ip Code)	· · · · · · · · · · · · · · · · · · ·					
				·								
Name of As	sociated Br	oker or Dea	iler									
States in Wi	nich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
(Check	"All States	or check	individual	States)			***************	***********	•••••		☐ All	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL.	IN	IA]	KS	KY]	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	NV SD	NH TN	TX]	MM UT	NY VT	NC VA	ND WA	<u>M∆</u> OĤ	OK WI	OR WY	PA PR
Full Name (Last name	first, if indi	vidual)									
Business of	r Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Name of As	sociated Bi	roker or De	aler									
States in W												
(Check	"All State:	s" or check	individual	l States)	***************************************					***************************************	AI	1 States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL.	IN NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if ind	ividual)									
				1.5.		71 O. I.			··· ·····	_		
Business o	r Residence	e Address (1	Yumber an	id Street, C	City, State,	Zip Code)						
Name of As	ssociated B	roker or De	aler				·	-		·		
States in W	hich Person	Listed Ha	Solicited	or Intende	to Solicit	Purchasers	}					
(Check	"All State	s" or check	individua	l States)	••••••	***************************************	******************	······			AI	II States
AL	ĀK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	Ш
IL NAT	IN N	[A]	KS	KY	LA	ME	MD	MA ND	MI OTI	MN OK)	MS	MO PA
MT RI	NE SC	NV) SD	NH TN	(TX	NM ÜT	NY VT	NC VA	WA	OH WV	OK)	OR WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Annale movement and a contratable and a second of the contratable and an analysis of t

sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, chec this box and indicate in the columns below the amounts of the securities offered for exchange as already exchanged.	:k		Amount Aircady
Type of Security	Offering Pri		Sold
Debt			\$
. Equity	\$_1,000,000	0.00	s 1,000,000.00
☑ Common ☐ Preferred			
Convertible Securities (including warrants)	\$		
Partnership Interests	\$		s
Other (Specify)			\$
Total	\$ <u>1,000,000</u>	0.00	\$_1,000,000.00
Answer also in Appendix, Column 3, if filing under ULOE.			
2. Enter the number of accredited and non-accredited investors who have purchased securities in the offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicathe number of persons who have purchased securities and the aggregate dollar amount of the purchases on the total lines. Enter "0" if answer is "none" or "zero."	ic		Aggregate Dollar Amount of Purchases
			\$ 1,000,000.00
Accredited Investors			
Non-accredited Investors			\$ 0.00
Total (for filings under Rule 504 only)			s
Answer also in Appendix, Column 4, if filing under ULOE.			
 If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities old by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1 	he		
Type of Offering	Type of Security		Dollar Amount Sold
Rule 505			\$
Regulation A	···		\$
Rule 504			\$
Total			\$ 0.00
4 a. Furnish a statement of all expenses in connection with the issuance and distribution of t securities in this offering. Exclude amounts relating solely to organization expenses of the insure. The information may be given as subject to future contingencies. If the amount of an expenditure not known, furnish an estimate and check the box to the left of the estimate.	er.		
Transfer Agent's Fees			\$
Printing and Engraving Costs			s
Legai Fees	···	Z	\$_20,000.00
Accounting Fees			\$
Engineering Fees			\$
Sales Commissions (specify finders' fees separately)			\$
Other Expenses (identify)		7	\$ 1,000.00
Total		7 1	\$ 21,000.00

C OFFERING PRICE NUM	IBER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	
b. Enter the difference between the aggregate offe and total expenses furnished in response to Part C— proceeds to the issuer."			\$
each of the purposes shown. If the amount for a	roceed to the issuer used or proposed to be used for my purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross at C — Question 4.b above.		
•		Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees			. 🗆 \$
Purchase of real estate] \$. 🗆 \$
Purchase, rental or leasing and installation of ma	chinery		. 🗆 \$
Construction or leasing of plant buildings and fa	cilities[\$. 🗆 \$
Acquisition of other businesses (including the va offering that may be used in exchange for the ass issuer pursuant to a merger)	alue of securities involved in this sets or securities of another		2 \$ 979,000.00
Repayment of indebtedness	[s
Working capital	[s
Other (specify):			
		\$	
Column Totals	[\$_0.00	s_979,000.00
Total Payments Listed (column totals added)		□\$ <u>9</u>	79,000.00
	D. FEDERAL SIGNATURE		
he issuer has duly caused this notice to be signed by the ignature constitutes an undertaking by the issuer to for information furnished by the issuer to any non-ac	urnish to the U.S. Securities and Exchange Commis	sion, upon writte	ule 505, the following on request of its staff,
ssuer (Print or Type)	Signature	Date	
Action Products International, Inc.	10/12	9-0	2-08
lame of Signer (Print or Type)	Title of Signer (Print or Type)		····
ROBERT BURROWS	CFO		

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

FORM D Mali Processing Section

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

and the contract of the contra

FORM D

OMB APPROVAL 3235-0076 OMB Number. Expires: Estimated average burden hours per response.....16.00

SEP 092008

Washington, DC

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Serial							
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101	UNIFORM LIMITED OFFERING EXEM	PTION
Name of Offering (check if the	is is an amendment and name has changed, and indicate change.)	
Filing Under (Check box(es) that ap Type of Filing: New Filing		ULOE
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requeste	d about the issuer	<u></u>
Name of Issuer (check if this action Products International, II	is an amendment and name has changed, and indicate change.)	
Address of Executive Offices 1101 N. Keller Road, Suite E, C	(Number and Street, City, State, Zip Code) Orlando, FL 32810	Telephone Number (Including Area Code) 407-481-8007
Address of Principal Business Opera (if different from Executive Offices	ations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
Brief Description of Business Manufacture, market and sell of	consumer goods.	
Type of Business Organization corporation business trust	limited partnership, already formed other (p	please specify):
Actual or Estimated Date of Incorporation or Org	Month Year oration or Organization: 011 B11 Actual Estinguation: (Enter two-letter U.S. Postal Service abbreviation for State CN for Canada; FN for other foreign jurisdiction)	mated .
GENERAL INSTRUCTIONS		

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

· ATTENTION ·

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the tiling of a federal notice.

		A. BASIG ID	ENTIFICATION DATA		
. Enter the information re-					
Each promoter of the	he issuer, if the issu	ier has been organized v	vithin the past five years;		
Each beneficial own	ner having the powe	r to vote or dispose, or di	irect the vote or disposition	of, 10% or more of	a class of equity securities of the is
			corporate general and man		
		partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
full Name (Last name first, it	f individual)	· · · · · · · · · · · · · · · · · · ·			
Kaplan, Ronald S.					
Business or Residence Addres 1101 N. Keller Road, Suit			ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it Burrows, Robert L.	f individual)			· · · · · · · · · · · · · · · · · · ·	
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
101 N. Keller Road, Suite	e E, Orlando, FL	32810			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i Runkei, Scott	f individual)				
Business or Residence Addre	ss (Number and	Street, City, State, Zip C	Code)		
1101 N. Keller Road, Suit	te E, Orlando, Fl	. 32810			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	[Director	General and/or Managing Partner
Full Name (Last name first, i	if individual)				
Stone, Ann E.W.					
Business or Residence Addre			Code)		
Check Box(cs) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, Sternberg, Cecilia	if individual)				
Business or Residence Addre	ess (Number and	Street, City, State, Zip	Code)		
1101 N. Keller Road, Su		L 32810			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Financial & investment I	if individual) Management Gro	oup, Ltd.			
Business or Residence Addr 111 Cass Street, Traver	ess (Number and	Street, City, State, Zip	Code)		
Check Box(cs) that Apply:	Promoter	Beneficial Owne	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, Kaplan, Warren	if individual)	,,,			
Business or Residence Addr	ess (Number and	Street, City, State, Zin	Code)		
1101 N. Keller Road, Su	iite E, Orlando, F	L 32810			
	(Use bla	ank sheet, or copy and u	se additional copies of this	sheet, as necessar	y) ·

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		A. BAS	ic identi	ICATION DATA		HANN.	
Enter the information reque							
 Each promoter of the i 							
							ss of equity securities of the i
Each executive officer	and director of	corporate issuers	and of corpo	rate general and ma	naging partners of	partne	ership issuers; and
Each general and man	aging partner of	partnership issues	rs.				
heck Box(es) that Apply:	Promoter	Beneficial C	Owner [Executive Officer	Director		General and/or Managing Partner
ull Name (Last name first, if in Caplan, Judy	dividual)						
usiness or Residence Address 101 N. Keller Road, Suite			Zip Code)				
Theck Box(es) that Apply:	Promoter	Beneficial C)wner 📝	Executive Officer	Director		General and/or Managing Partner
ull Name (Last name first, if in Swartz, Neil (effective after		he purchase ag	reement)				
	-	Street, City, State,	Zip Code)				
101 N. Keller Road, Sulte E	, Orlando, FL	32810					
Check Box(es) that Apply:	Promoter	Beneficial (Owner 🗌	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if ir	idividual)	<u> </u>					
Business or Residence Address	(Number and	Street, City, State	, Zip Code)				
Check Box(cs) that Apply: [Promoter	Beneficial (Owner _	Executive Officer	Director		General and/or Managing Partner
full Name (Last name first, if it	ndividual)			<u> </u>			
Business or Residence Address	(Number and	Street, City, State	, Zip Code)				
Check Box(es) that Apply: [Promoter	Beneficial	Owner [Executive Officer	Director		General and/or Managing Partner
full Name (Last name first, if it	ndividual)						
Business or Residence Address	(Number and	Street, City, State	, Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial	Owner [Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, if i	ndividual)			<u></u>			
Business or Residence Address	(Number and	Street, City, State	e, Zip Code)		·		
Check Box(cs) that Apply:	Promoter	☐ Beneficial	Owner [Executive Office	r 🗍 Director		General and/or Managing Partner
Full Name (Last name first, if i	ndividual)	<u> </u>					
Business or Residence Address	(Number and	Street, City, State	e, Zip Code)				
	(Use bla	ink sheet, or copy	and use add	itional copies of this	sheet, as necessa	ry)	

	73741	Lain paris		B. IN	FORMATI	ON ABOUT	OFFERI	(G) (7.0	3	v vybye	i vijaso	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes	No M				
Answer also in Appendix, Column 2, if filing under ULOE.								_				
2. What is the minimum investment that will be accepted from any individual?								\$_500,000.00				
									Yes	No.		
	* ' '											
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name N/A	(Last name	first, if indi	vidual)									
	Residence	Address (N	umber and	Street, Ci	ty, State, Z	ip Code)						
			1								 	
Name of A	SSOCIBLED BY	oker or Des	iter									
		Listed Has										St-1-4
(Check	("All States	" ar check	individual	States)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	****************	, - , , , , , , , , , , , , , , , , , ,				All	States
AL	ĀK	AZ	AR	CA	CO	CT	DE	DC)	FL	GA MN	HI MS	ID MO
(MT)	(TN) (NE)	(IA) (NV)	KS NH	KY NJ	NM	ME NY	MD NC	MA ND	MI OH	OK)	OR	PA
RI	SC	SD	TN	TX	UT	VI	(VA)	WA	WV	WI	WY	PR
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of A	ssociated B	roker or De	aler	<u></u>						<u></u>		
States in V	hich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers			·			
(Chec	k "All State	s" or check	individual	States)		***************************************					☐ Al	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	H	(III)
IL NATE		(IA)	KS NH	KY NJ	[A] NM	ME NY	MD NC	MA ND	MI OH	OK.	MS OR	MO PA
MT RI	NE SC	SD	<u>אד</u>	TX	UT	VT	VA	WA	WV	WI	WY	PR
Full Name	(Last name	first, if ind	ividual)			·	- 					,
Business	or Residence	e Address (Number an	d Street, C	City, State,	Zip Code)				-		<u></u>
Name of A	ssociated B	roker or De	ater	·· <u>-</u> ···								
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)							. <u> </u> Al	Il States				
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	H	
TL	[N]	TA	(KS)	KY NJ	(LA) NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
MT RI	NE SC	NV SD	(<u>H</u> M	TX	UT	VT	VA	WA	WV	WI	WY	PR

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

• Improved the state of the sta

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.	Aggregate	Amount Already
	Type of Security	Offering Price	Sold
	Debt	S	\$
	Equity	<u>500,000.00</u>	\$ 500,000.00
	Common Preferred		
	Convertible Securities (including warrants)	\$	_ \$
	Partnership Interests		
	Other (Specify	s	_ S
	Total	\$_500,000.00	\$ 500,000.00
	Answer also in Appendix, Column 3, it filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases \$ 500,000.00
	Accredited Investors		\$ 0.00
	Non-accredited Investors		
	Total (for filings under Rule 504 only)		_
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	S	
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		
	Regulation A		
	Rule 504		S
	Total		\$ 0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	•	
	Transfer Agent's Fees] \$
	Printing and Engraving Costs	[] \$
	Legal Fees		\$_5,000.00
	Accounting Fees] s
	Engineering Fees] s
	Sales Commissions (specify finders' fees separately)] s
	Other Expenses (identify)		s 1,000.00
	Total		\$ 6,000.00

C. OFFERING PRICE, NUMI	BER OF INVESTORS, EXPENSES AND USE OF P	ROCEEDS	nego apopraticapianes.	
b. Enter the difference between the aggregate offeri and total expenses furnished in response to Part C— proceeds to the issuer."		\$		
Indicate below the amount of the adjusted gross pro- each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part				
		Payments to Officers, Directors, & Affiliates	Payments to Others	
Salaries and fees	[s	
Purchase of real estate	[
Purchase, rental or leasing and installation of mac		¬ s	□\$	
Construction or leasing of plant buildings and fac-	_	_		
Acquisition of other businesses (including the val- offering that may be used in exchange for the asse- issuer pursuant to a merger)	ue of securities involved in this ets or securities of another			
Repayment of indebtedness	_		_	
Working capital				
Other (specify):				
		s	. 🗆 \$	
Column Totals		ევ 0.00	☐\$_494,000.00	
Total Payments Listed (column totals added)				
	D. FEDERAL SIGNATURE			
The issuer has duly caused this notice to be signed by the signature constitutes an undertaking by the issuer to fur the information furnished by the issuer to any non-acc	nish to the U.S. Securities and Exchange Commis	sion, upon writte		
ssuer (Print or Type)	Signature	Date		
Action Products International, Inc.	We ken	9-02	2-08	
Name of Signer (Print or Type) ROBET BURROW S	Title of Signer (Print or Type)			
WOOG NURROUS				

END

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)